



ITC Limited

CIN : L16005WB1910PLC001985

Registered Office : Virginia House, 37 Jawaharlal Nehru Road, Kolkata 700 071

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TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

NOTICE IS HEREBY GIVEN that the Special Resolution set out hereunder for appointment of Mr. Chandra Kishore Mishra as an Independent Director of the Company is proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting'). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Resolution is annexed.

The Board of Directors of the Company at the meeting held on 1st August, 2024 have appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting.

In conformity with the regulatory requirements, **Members are advised to cast their votes on the Special Resolution only through remote e-voting**, for which purpose they are requested to read carefully the instructions annexed to the Notice.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on **Wednesday, 11th September, 2024 at 4.00 p.m. (IST)**. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.itcportal.com under the section 'Investor Relations' and will also be forwarded to the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited, where the Company's shares are listed. National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on its website www.evoting.nsdl.com.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chandra Kishore Mishra (DIN: 02553126) be and is hereby appointed as a Director and also as an Independent Director of the Company with effect from 14th September, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

By Order of the Board
ITC Limited
R. K. Singhi
Executive Vice President &
Company Secretary

Dated : 1st August, 2024.

NOTES:

- (i) In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, 2nd August, 2024**, and who have registered their e-mail address with the Company or with the Depositories.
- (ii) Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, 2nd August, 2024 (cut-off date)** will be entitled to cast their votes.
- (iii) There will be one vote for every DP ID & Client ID / folio number irrespective of the number of joint holders.
- (iv) **Remote e-voting will commence at 9.00 a.m. (IST) on Monday, 12th August, 2024 and will end at 5.00 p.m. (IST) on Tuesday, 10th September, 2024**, when remote e-voting will be blocked by NSDL.
- (v) Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at rla.itcscrutinizer@gmail.com with a copy marked to NSDL at evoting@nsdl.com.
- (vi) The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **Tuesday, 10th September, 2024**.

EXPLANATORY STATEMENT

Annexed to the Notice dated 1st August, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 1st August, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Chandra Kishore Mishra as a Director and also as an Independent Director of the Company, as set out in the Resolution.

Mr. Mishra, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received. Declaration has also been received from Mr. Mishra that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Additional information in respect of Mr. Mishra, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Mr. Chandra Kishore Mishra (64) is a retired IAS Officer with administrative experience of nearly 38 years. During his long public service, he has served as an administrator, policy-maker and climate change strategist holding a wide range of assignments in the fields of environment, health, education, industry and power. Amongst others, he has served as the Secretary of the Ministry of Environment, Forest and Climate Change, and that of the Ministry of Health and Family Welfare, Government of India.

Mr. Mishra is a Masters in History from St. Stephen's College, Delhi, and Post Graduate Diploma holder in Media Law from the National Academy of Legal Studies and Research (NALSAR), Hyderabad. He has also completed Advanced Leadership Programme from Australia and New Zealand School of Government, Australia.

Mr. Mishra joined the Indian Administrative Service in 1983. As Secretary of the Ministry of Environment, Forest and Climate Change, he spearheaded the Indian efforts for addressing climate change issues and policy interventions in matters relating to pollution & air quality. He led India's negotiations at important forums such as United Nations Framework Convention on Climate Change - COP (Conference of the Parties) for dealing with climate change. His interventions and policy initiatives have brought India in the category of very few countries in the world on course to achieve the 2 degree target of global warming.

Prior to this, Mr. Mishra was the Secretary of the Ministry of Health and Family Welfare and also held additional charge of the Ministry of Ayush for some time. He led one of the largest public health programmes globally viz., National Health Mission. He also led the implementation of 'Mission Indradhanush', the largest immunization campaign for children in India. He is known as a Policy-driver having led the formulation of the National Health Policy, Mental Health Policy and the Industrial Policy in Bihar.

Presently, Mr. Mishra is involved with several international organisations and multinational companies addressing health and climate change issues, including as Member of the Senior Advisory Board of Exemplars in Global Health and Member of the Board of Advisors of EvidenceAction.

Directorships

Name of the company	Position
Shriram General Insurance Company Limited	Chairman & Independent Director
Balrampur Chini Mills Limited *	Independent Director
Borosil Scientific Limited *	Independent Director
IPE Global Limited	Non-Executive Director
Raigad Pen Growth Centre Limited	Non-Executive Director
DCDC Health Services Private Limited	Non-Executive Director
Meradoc Healthtech Private Limited	Non-Executive Director
Resolve to Save Lives Services Private Limited	Non-Executive Director

* Denotes Indian company whose securities are listed on a recognised stock exchange. Apart from the above, Mr. Mishra has not been a Director of any other listed company during the last three years.

Committee Memberships

Name of the company	Committee	Position
Shriram General Insurance Company Limited	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	
Balrampur Chini Mills Limited	Audit Committee	Member
Borosil Scientific Limited	Audit Committee	Member
<i>Committee Memberships cover Committees under the Act viz., Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Indian companies.</i>		

Mr. Mishra neither holds any share in the Company (in individual capacity or on a beneficial basis for any other person) nor is he related to any of the Directors or Key Managerial Personnel of the Company.

Mr. Mishra possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of policy shaping, sustainability & climate change, administrative experience and stakeholder engagement. Mr. Mishra's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, he fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company. Considering Mr. Mishra's diverse experience, professional competence and extensive knowledge, his induction on the Board will be in the overall interest of the Company.

In addition to sitting fees for attending the meetings of the Board & its Committees and coverage under Personal Accident Insurance, Mr. Mishra, similar to the other Non-Executive Directors, would be entitled to remuneration by way of commission ranging between ₹ 1,00,00,000/- and ₹ 1,30,00,000/- per annum, as may be determined by the Board.

Mr. Mishra and his relatives are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Special Resolution for your approval.

By Order of the Board
ITC Limited
R. K. Singhi
Executive Vice President &
Company Secretary

Dated : 1st August, 2024.

INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: Access to NSDL e-voting website

(A) For Individual Members holding shares in dematerialised form:

For Members holding shares in demat account with NSDL

- **If you are registered for 'IDeAS' facility**, you are required to follow the below-mentioned steps:
 - (a) Launch internet browser by typing the URL: <https://eservices.nSDL.com> and click on '**Beneficial Owner**' tab under the 'IDeAS' section.
 - (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen.
 - (c) After login, click on '**Access to e-voting**' under value added services and you will be able to see the e-voting page.
 - (d) Click on '**evote**' link available against ITC Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
- **If you are not registered for 'IDeAS'**, you are required to follow the below-mentioned steps:
 - (a) Launch internet browser by typing the URL: <https://evoting.nSDL.com> and click on '**Shareholder / Member - Login**'.
 - (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen, and agree to the terms and conditions by clicking the box.
 - (c) After authentication, you will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
 - (d) Click on '**evote**' link available against ITC Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
- You may also download the NSDL Mobile App '**NSDL Speede**' by scanning the following QR code, for e-voting:



For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')

- **If you are registered for 'Easi / Easiest' facility**, you are required to follow the below-mentioned steps:
 - (a) Login at www.cdslindia.com and click on '**My Easi New (Token)**', or launch internet browser by typing the URL: <https://web.cdslindia.com/myeasitoken/home/login>.
 - (b) Insert your existing user ID and password.
 - (c) After OTP based authentication and login, you will be able to view the e-voting menu.
 - (d) Click on '**evote**' link available against ITC Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
- You can also directly access the e-voting page by clicking on '**E Voting**' on the home page of www.cdslindia.com with your demat account number and PAN.

After OTP based authentication and login, you will be provided link for '**evoting**' against ITC Limited or '**e-voting service provider - NSDL**'. Click on the link and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

- (a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL.
 - (b) Click on the option available for e-voting. You will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
 - (c) Click on '**evote**' link available against ITC Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
- Members who are unable to retrieve their user ID or password are advised to use 'Forgot User ID' / 'Forgot Password' option(s) available on the websites of the respective Depositories / Depository Participants.

(B) For Non-Individual Members holding shares in dematerialised form and Members holding shares in certificate form:

If you are holding shares in dematerialised form and are registered for NSDL 'IDeAS' facility, you can login at <https://eservices.nsdl.com> with your existing IDeAS login and click on 'Access to e-voting' to proceed to Step 2 to cast your vote.

Other Members, including Members holding shares in certificate form, are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: <https://evoting.nsdl.com> and click on '**Shareholder / Member - Login**'.
- (b) Insert your user ID, password and the verification code as shown on the screen.

• **User ID:**

For Members holding shares in demat account with NSDL.	8 character DP ID followed by 8 digit Client ID. <i>For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.</i>
For Members holding shares in demat account with CDSL.	16 digit Beneficiary ID. <i>For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.</i>
For Members holding shares in certificate form.	Electronic Voting Event Number ('EVEN') followed by your folio number registered with the Company. <i>For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.</i>

• **Password:**

- (i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.**

Members may also use OTP based login.

- (ii) If you are using NSDL e-voting system for the first time, you would need to use your '**initial password**' for login, which has been communicated to you by the Company.

- (iii) If you are unable to retrieve the 'initial password', or have forgotten your password:

➤ Click on '**Forgot User Details / Password?**', if holding shares in dematerialised form, or

➤ Click on '**Physical User Reset Password?**', if holding shares in certificate form.

You may also send an e-mail requesting for password at evoting@nsdl.com, mentioning your name, PAN, registered address and your DP ID & Client ID / folio number.

- (c) Agree to the terms and conditions by clicking the box.
- (d) Click on '**Login**'. Home page of remote e-voting opens.

Step 2: Cast your vote on NSDL e-voting website

- (a) Select the EVEN of ITC Limited.
- (b) Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- (c) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

Other Instructions

- (a) Members who have not registered their e-mail address with the Company or with the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-voting are required to register their e-mail address with the Company at <https://eform.itcportal.com> . Alternatively, Members may send a letter requesting for registration of their e-mail address, mentioning their name and DP ID & Client ID / folio number, through **e-mail at isc@itc.in** or by **post to the Investor Service Centre** of the Company ('ISC') at 37 Jawaharlal Nehru Road, Kolkata 700 071.
- (b) In case of any query, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com . You may also contact the following persons for any query / grievance:
 - (i) Mr. Amit Vishal, Deputy Vice President, National Securities Depository Limited, 301, Naman Chambers, 3rd Floor, Plot No. C-32, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 at telephone no. **022-4886 7000** or at e-mail ID **AmitV@nsdl.com** ;
 - (ii) Mr. T. K. Ghosal, Head of ISC, at telephone nos. **1800-345-8152 (toll free)** or **033-2288 6426 / 0034** or at e-mail ID **tunal.ghosal@itc.in** . You may also send your queries to the e-mail ID **isc@itc.in** .

Individual Members holding shares in dematerialised form may also reach out for any technical issue related to login through their respective Depositories, i.e. NSDL and CDSL, as follows:

- NSDL - e-mail at **evoting@nsdl.com** or call at telephone no. **022-4886 7000**.
- CDSL - e-mail at **helpdesk.evoting@cdslindia.com** or call at telephone no. **1800-21-09911 (toll free)**.
